

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: ) Chapter 11  
)  
W. R. GRACE & CO., et al.,<sup>1</sup> ) Case No. 01-01139 (JKF)  
) (Jointly Administered)  
)  
Debtors. )

STATE OF ILLINOIS )  
) ss:  
COUNTY OF COOK )

SIXTEENTH SUPPLEMENTAL AFFIDAVIT OF JAMES H.M.  
SPRAYREGEN UNDER 11 U.S.C. § 327(A) AND FED. R. BANKR. P. 2014

JAMES H. M. SPRAYREGEN, P.C., being duly sworn, deposes and says:

1. I am a partner in the firm of Kirkland & Ellis LLP ("K&E"), 200 East Randolph Drive, Chicago, Illinois 60601. I am authorized to make this affidavit on K&E's behalf.

<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

2. On April 2, 2001 (the "Petition Date"), each of the above-captioned debtors and debtors in possession (the "Debtors") filed a voluntary petition (collectively, the "Chapter 11 Cases") for relief under chapter 11 of title 11 of the United States Code.

3. By this Court's order, dated May 3, 2001, the Debtors were authorized to retain K&E as their counsel, effective as of the Petition Date, with regard to the filing and prosecution of the Chapter 11 Cases and all related matters. The following affidavits in support of the Application have been filed on behalf of K&E:

- Affidavit of James H.M. Sprayregen in Support of Application for Order Under 11 U.S.C. § 327(a) and Federal Rule of Bankruptcy Procedure ("FRBP") 2014(a) Authorizing the Employment and Retention of Kirkland & Ellis as Attorneys for the Debtors and Debtors in Possession (the "Original Affidavit"), filed April 2, 2001;
- First Supplemental Affidavit of James H.M. Sprayregen Under 11 U.S.C. § 327(a) and FRBP 2014 (the "First Supplemental Affidavit"), filed April 17, 2001;
- Second Supplemental Affidavit of James H.M. Sprayregen Under 11 U.S.C. § 327(a) and FRBP 2014 (the "Second Supplemental Affidavit"), filed May 2, 2001;
- Third Supplemental Affidavit of James H.M. Sprayregen Under 11 U.S.C. § 327(a) and FRBP 2014 (the "Third Supplemental Affidavit"), filed July 25, 2001;
- Fourth Supplemental Affidavit of James H.M. Sprayregen Under 11 U.S.C. § 327(a) and FRBP 2014 (the "Fourth Supplemental Affidavit"), filed September 13, 2001;
- Fifth Supplemental Affidavit of James H.M. Sprayregen Under 11 U.S.C. § 327(a) and FRBP 2014 (the "Fifth Supplemental Affidavit"), filed October 24, 2001;
- Sixth Supplemental Affidavit of James H.M. Sprayregen Under 11 U.S.C. § 327(a) and FRBP 2014 (the "Sixth Supplemental Affidavit"), filed November 13, 2001;

- Seventh Supplemental Affidavit of James H.M. Sprayregen Under 11 U.S.C. § 327(a) and FRBP 2014 (the Seventh Supplemental Affidavit"), filed April 11, 2002;
- Eighth Supplemental Affidavit of James H.M. Sprayregen Under 11 U.S.C. § 327(a) and FRBP 2014 (the Eighth Supplemental Affidavit"), filed May 23, 2002;
- Ninth Supplemental Affidavit of James H.M. Sprayregen Under 11 U.S.C. § 327(a) and FRBP 2014 filed July 19, 2002 (the Ninth Supplemental Affidavit"); and
- Tenth Supplemental Affidavit of James H.M. Sprayregen Under 11 U.S.C. § 327(a) and FRBP 2014 filed September 18, 2002 (the Tenth Supplemental Affidavit");
- Eleventh Supplemental Affidavit of James H.M. Sprayregen Under 11 U.S.C. § 327(a) and FRBP 2014 filed March 11, 2003 (the Eleventh Supplemental Affidavit");
- Twelfth Supplemental Affidavit of James H.M. Sprayregen Under 11 U.S.C. § 327(a) and FRBP 2014 filed September 20, 2004, and the Amendment to the Twelfth Supplement, filed December 2, 2004, (the Twelfth Supplemental Affidavit");
- Thirteenth Supplemental Affidavit of James H.M. Sprayregen Under 11 U.S.C. § 327(a) and FRBP 2014 filed February 10, 2005 (the Thirteenth Supplemental Affidavit");
- Fourteenth Supplemental Affidavit of James H.M. Sprayregen Under 11 U.S.C. § 327(a) and FRBP 2014 filed June 14, 2005 (the Fourteenth Supplemental Affidavit"); and
- Fifteenth Supplemental Affidavit of James H. M. Sprayregen Under 11 U.S.C. § 327(a) and FRBP 2014 filed December 12, 2005, (the Fifteenth Supplemental Affidavit"), and, together with the Original Affidavit, the First Supplemental Affidavit, the Second Supplemental Affidavit, the Third Supplemental Affidavit, the Fourth Supplemental Affidavit, the Fifth Supplemental Affidavit, the Sixth Supplemental Affidavit, the Seventh Supplemental Affidavit, the Eighth Supplemental Affidavit, the Ninth Supplemental Affidavit, the Tenth Supplemental Affidavit, the Eleventh Supplemental Affidavit, the Twelfth Supplemental Affidavit and Amendment to the Twelfth Supplemental Affidavit, the Thirteenth Supplemental Affidavit and the Fourteenth Supplemental Affidavit, the "Prior Affidavits").

4. K&E now files this Sixteenth Supplemental Affidavit (the "Sixteenth Supplemental Affidavit") pursuant to FRBP 2014(a) and FRBP 2016(b) to supplement the Prior Affidavits.


5. Effective as of March 1, 2006, K&E will abide by the policies articulated in Appendix A regarding client-reimbursable expenses and other charges. Appendix A replaces the reimbursement policy referenced in the Original Affidavit.

6. Based on the conflicts search conducted to date, to the best of my knowledge, neither I, K&E, nor any partner, of counsel, or associate thereof, insofar as I have been able to ascertain, have any connection with the Debtors, their creditors, or any other parties-in-interest, their respective attorneys and accountants, the United States Trustee, or any person employed in the office of the United States Trustee, except as disclosed or otherwise described herein and in the Prior Affidavits.

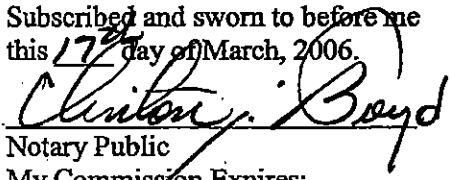
7. K&E will periodically review its files during the pendency of the Chapter 11 Cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, K&E will use its reasonable efforts to identify any such further developments and will promptly file a supplemental affidavit as required by FRBP 2014(a).

8. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Executed on March \_\_, 2006

  
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JAMES H.M. SPRAYREGEN, P.C.  
Kirkland & Ellis LLP  
200 East Randolph Drive  
Chicago, Illinois 60601  
312/861-2000  
312/861-2200 (fax)

Subscribed and sworn to before me  
this 17<sup>th</sup> day of March, 2006.

  
\_\_\_\_\_  
Notary Public  
My Commission Expires:

